

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

DANIEL J. SULLIVAN

Plaintiff,

V.

WILLIAM K. WOODRUFF, III,  
WOODRUFF FAMILY, LTD. and  
OPTICAL SWITCH CORPORATION

**Defendants.**

Civil Action No.  
05-CV-10310-MLW

**STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE**

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, the parties hereto, by their respective undersigned counsel of record, hereby stipulate and agree to the dismissal of the within action with prejudice, each party to bear his or its own attorneys' fees and costs, with all rights of appeal waived.

Dated: April 21, 2006

DECHERT LLP

By: /s/ Bernard J. Bonn III

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By: /s/ Lawrence R. Mehl

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ATTORNEYS FOR DEFENDANTS  
WILLIAM K. WOODRUFF, III, WOODRUFF  
FAMILY, LTD. and  
OPTICAL SWITCH CORPORATION

**SO ORDERED:**

Mark L. Wolf, C.J.  
United States District Court

Dated: April \_\_\_, 2006

**CERTIFICATE OF SERVICE**

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on April 21, 2006.

/s/ Bernard J Bonn III